भारत सरकार
विद्युत मंत्रालय
श्रम शक्ति भवन, रफी मार्ग,
नई दिल्ली-११०००१

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF POWER
Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

February 6, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
India

Fax - 022 - 2272 2037
2272 1072

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Fax - 022 - 26598237
26598238

Dear Sir/Madam

Sub: Announcement of Floor Price, for the proposed Offer for Sale of equity shares of NTPC Limited (the "Company") through stock exchange mechanism (the "Announcement")

We refer to Clause 5(c)(i) of the Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India ("**SEBI**" and such circular "**SEBI OFS Circular**") pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI vide its Circular No. CIR/MRD/DP/04/2013 dated January 25, 2013 ("**SEBI Amended Circular**" and together with SEBI OFS Circular, "**SEBI OFS Circulars**").

The President of India, acting through and represented by the Ministry of Power, Government of India is the promoter of NTPC Limited (the "**Promoter**"). The Promoter ("**Seller**"), proposes to sell 78,32,62,880 equity shares of the face value of Rs. 10 each ("**Sale Shares**"), aggregating to approximately 9.50% of the total paid up equity share capital of the Company on February 7, 2013 in accordance with (i) SEBI OFS Circulars, (ii) notice no. 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by the BSE Limited ("**BSE**") and (iii) circular reference number 52/2012 dated August 2, 2012 and circular reference number 005/2013 dated January 30, 2013 issued by the National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**" and such offer for sale hereinafter referred to as the "**Sale**"). A copy of the notice dated [February 5], 2013 ("**Sale Notice**") is enclosed herewith as Annexure A. As stated in the Sale Notice, the Seller has opted to publicly disclose the floor price in accordance with Clause 5(c)(i) of the OFS Circular.

In this regard, the floor price for the Sale in terms of the SEBI OFS Circulars shall be as below:

Rs. 145 (Rupees one hundred forty five only) per equity share of NTPC Limited (the "**Floor Price**")

Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a **"Bidder"**) and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act, 1956 as amended, and/or SEBI under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the SEBI OFS Circulars and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (**"Other Jurisdiction"**) in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Sale.

This Notice is not for publication or distribution in the United States of America, and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "United States"). The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **"Securities Act"**) and may not be offered or sold in the United States of America except in transactions exempt from the registration requirements. The Sale Shares will be offered within United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) (**"QIBs"** and each a **"QIB"**) or outside the United States in reliance upon Regulation S under the Securities Act. The purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and either (i) located outside the United States of America and purchasing such Sale Shares in reliance upon Regulation S or (ii) a QIB purchasing the Sale Shares in a transaction exempt from the registration requirements of the Securities Act.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (c) offered or will offer and sell the Sale Shares except outside the United States of America in reliance upon Regulation S or within the United States of America to persons reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act.

Thanking You,
Yours faithfully
On behalf of President of India, Ministry of Power,
Government of India

ICP Keshari 6/2/13
Joint Secretary
Ministry of Power

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